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RECORDATION NO. 18509-E
FILED 1425
JUN 7 1994 -3 20 PM
INTERSTATE COMMERCE COMMISSION
LENSING BRANCH

RECEIVED
OFFICE OF THE
SECRETARY
JUN 7 3 13 PM '94

June 7, 1994

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two duly executed copies of a Memorandum of Master Equipment Lease Agreement, dated as of May 31, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177. *gob*

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement, dated as of November 30, 1993, which was filed with the Commission on December 10, 1993 under Recordation Number 18509.

The names and addresses of the parties to the enclosed document are:

Lessor: Pitney Bowes Credit Corporation
201 Merritt Seven
Norwalk, Connecticut 06856

Lessee: Minnesota Corn Processors, Inc.
400 West Main Street, Suite 201
Marshall, Minnesota 56258

A description of the railroad equipment covered by the enclosed document is:

twenty-four (24) tank cars manufactured by Trinity Industries and bearing SYRX reporting marks and serial numbers as set forth in Exhibit A attached to the enclosed Memorandum.

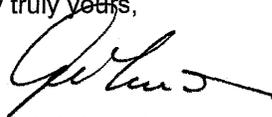
[Handwritten signatures]

Mr. Sidney L. Strickland, Jr.
June 7, 1994
Page 2

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

6/7/94

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord & Alvord
918 16th St N.W. Suite 200
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 6/7/94 at 3:20pm, and assigned
recordation number(s). 18509-D & 18509-E

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 18369-F FILED 1425

JUN 7 1994 -3 30 PM

MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT INTERSTATE COMMERCE COMMISSION

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 7715030 (the "Lease Agreement") dated as of November 30, 1993, and that certain Lease Schedule No. 806 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856-5151, and Minnesota Corn Processors ("Lessee"), having its principal place of business located at 400 West Main Street, Suite 201, Marshall, Minnesota 56258-1236, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease Agreement.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum of Master Equipment Lease Agreement (the "Memorandum") to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and is effective as of the 31st day of May, 1994.

PITNEY BOWES CREDIT CORPORATION

MINNESOTA CORN PROCESSORS

BY: [Signature]

BY: x [Signature]

ITS: Region Vice President

ITS: x President

DATED: 6-6-94

DATED: x 6/3/94

EXHIBIT A

<u>QTY</u>	<u>ITEM</u>	<u>MANUFACTURER & REPORTING MARKS</u>
Twenty Four (24)	1994, 17574 WG, 110-1/4 ID, C&I, DOT111A100W3 Railroad Tankcars	Trinity Industries, Inc. Lettered SYRX 200086, 200096, 200099, 200102, 200124, 200105, 200107, 200110, 200120, 200152, 200153, 200094, 200130, 200144, 200154, 200093, 200106, 200112, 200114, 200092, 200109, 200143, 200113, 200126

and all accessories, attachments, accessions, substitutions thereto.

STATE OF Minnesota
COUNTY OF Lyon

SS.

On June 3, 1994 before me, Carol Ann Brown
(Notary Name and Title)

personally appeared Richard Jorgenson

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Carol Ann Brown

(Notarial Seal)



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No. 5907

State of California

County of Orange

On June 6, 1994 before me, Carolyn S. Bruner, Notary Public

DATE

NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared John K. Fitzpatrick

NAME(S) OF SIGNER(S)

personally known to me - **OR** - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Carolyn S. Bruner
SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL
- CORPORATE OFFICER
- _____ TITLE(S)
- PARTNER(S) LIMITED
- GENERAL
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER: _____

DESCRIPTION OF ATTACHED DOCUMENT

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT
TITLE OR TYPE OF DOCUMENT

2
NUMBER OF PAGES

5-31-94
DATE OF DOCUMENT

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

SIGNER(S) OTHER THAN NAMED ABOVE